

(Official Form 1) (12/03)


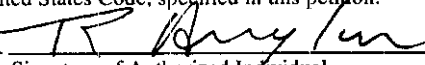
FORM B1		United States Bankruptcy Court Northern District of Illinois, Eastern Division		Voluntary Petition				
Name of Debtor (if individual, enter Last, First, Middle): Laura Secord Holdings Corp., a Delaware corporation			Name of Joint Debtor (Spouse) (Last, First, Middle):					
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):					
Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all): 03-0485115			Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all):					
Street Address of Debtor (No. & Street, City, State & Zip Code):			Street Address of Joint Debtor (No. & Street, City, State & Zip Code):					
County of Residence or of the Principal Place of Business: Cook			County of Residence or of the Principal Place of Business:					
Mailing Address of Debtor (if different from street address): 1137 W. Jackson Boulevard Chicago, IL 60607			Mailing Address of Joint Debtor (if different from street address):					
NO DISKETTE								
Location of Principal Assets of Business Debtor (if different from street address above):								
Information Regarding the Debtor (Check the Applicable Boxes)								
Venue (Check any applicable box) <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.								
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other _____ <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank			Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding					
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business			Filing Fee (Check one box): <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.					
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)								
Statistical/Administrative Information (Estimates only) <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.								
Estimated Number of Creditors		1-15	16-49	50-99	100-199	200-999	1000-over	
		<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Estimated Assets		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million
		<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Estimated Debts		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

U.S. Bankruptcy Court
Northern District of Illinois

Filed: 01/28/2004
Time: 15:23:04
Debtor: LAURA SECORD HOLDINGS C
Case: 04-03201
Chapter: 11 Rec. # : 3058728
Judge: Bruce Black
Fee : 839



(Official Form 1) (12/03)

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): FORM B1, Page 2 Laura Secord Holdings Corp., a Delaware corporation	
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed: - None -		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: Archibald Candy Corporation		Case Number:	Date Filed: 1/20/04
District: Northern District of Illinois		Relationship: Affiliate	Judge:
Signatures			
<p>Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>		<p>Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> <p>Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p> <p>X _____ Signature of Attorney for Debtor(s) Date</p> <p>Exhibit C</p> <p>Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No</p>	
<p>Signature of Attorney</p> <p>X  _____ Signature of Attorney for Debtor(s) John P. Sieger 6240033 Printed Name of Attorney for Debtor(s) Jenner & Block Firm Name One IBM Plaza Chicago, IL 60661 Address 312-222-9350 Fax: 312-527-0484 Telephone Number 1-78-04 Date</p>		<p>Signature of Non-Attorney Petition Preparer</p> <p>I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.</p> <p>_____ Printed Name of Bankruptcy Petition Preparer</p> <p>_____ Social Security Number (Required by 11 U.S.C. § 110(c).)</p> <p>_____ Address</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p>X _____ Signature of Bankruptcy Petition Preparer</p> <p>_____ Date</p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</p>	
<p>Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  _____ Signature of Authorized Individual Richard J. Anglin Printed Name of Authorized Individual Chief Financial Officer Title of Authorized Individual _____ Date</p>			

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)
)
) Case No. 04 B _____
ARCHIBALD CANDY CORPORATION, *et al.*¹)
) Chapter 11
Debtors.)
) Jointly Administered
)
_____)

**CONSOLIDATED LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

Following is the list of the Debtors' creditors holding the 20 largest unsecured claims. The list was prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. §101, or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured creditors as of January 17, 2004.

Name of creditor & complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
United Parcel Service Attn: Javier Rivota 1400 South Jefferson St Chicago, IL 60607-5189 Phone: 312-942-7733 Fax: 312-942-7721		Trade Debt		\$980,825.26
Blommer Chocolate Company Attn: Rick Blommer 600 West Kinzie Street Chicago, IL 60610 Phone: 312-226-7700 Fax: 312-226-5357		Trade Debt		\$856,443.96
Jefferies & Company Attn: Andrew Whittaker 11100 Santa Monica Blvd. Los Angeles, CA 90025 Phone: 310-575-5200 Fax: 310-575-5165		Trade Debt		\$607,189.46

¹ The Debtors are the following entities: Archibald Candy Corporation, a Delaware corporation, ("Archibald") and Laura Secord Holdings Corp., a Delaware corporation ("LSH").

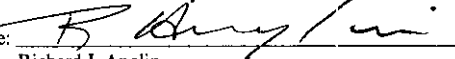
Name of creditor & complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Superior Nut and Candy Attn: Richard Slayton 1111 West 40th Street Chicago, IL 60609 Phone: 773-254-7900 Fax: 773-254-9171		Trade Debt		\$465,889.97
XPEDX Attn: Don Krihak 180 Exchange Boulevard Glendale Heights, IL 60139 Phone: 630-480-8440 Fax: 630-480-8450		Trade Debt		\$317,833.52
Arandell Corp. Attn: Bobbi Pfeiffer N82 W13118 Leon Rd. Menomonee Falls, WI 53051 Phone: 262-255-4400 Fax: 262-255-8218		Trade Debt		\$312,557.65
Merckens Chocolate (ADM Cocoa) Attn: Bill Ryan 12500 West Carmen Avenue Milwaukee, WI 53225-6199 Phone: 414-358-5700 Fax: 414-358-5755		Trade Debt		\$269,554.73
Ambrosi Attn: Claire Wexler 200 W. Jackson Blvd., Ste. 800 Chicago, IL 60609 Phone: 312-260-4527 Fax: 312-360-0977		Trade Debt		\$222,946.00
Graph-Pak Corporation Attn: John Hewitt 11250 Addison Street Franklin Park, IL 60131 Phone: 847-451-7400 Fax: 847-451-0520		Trade Debt		\$139,872.24
Creative Resource, Inc. Attn: Vasiliki Diamantis 9449 Brookpark Road Suite C Parma, OH 44129 Phone: 216-929-0095 Fax: 216-929-0086		Trade Debt		\$137,053.19
Thompson Candy Company Attn: Tony Ganino 80 South Vine Street Meriden, CT 06451 Phone: 800-648-4058 Fax: 203-230-2492		Trade Debt		\$136,304.71

Name of creditor & complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
John B. Sanfilippo & Son, Inc. Attn: Jeffrey Sanfilippo 2299 Busse Road Elk Grove Village, IL 60007 Phone: 847-593-2300 Fax: 847-593-3085		Trade Debt		\$132,066.40
SW Worldview, Inc. Attn: June Park 333 N. Michigan Avenue Suite 1117 Chicago, IL 60601 Phone: 312-422-9800 Fax: 312-422-8009		Trade Debt		\$111,038.76
Transparent Container Co. Inc. Attn: Jerry Jacks 31006 Network Place Chicago, IL 60673-1310 Phone: 708-449-8520 Fax: 312-666-3163		Trade Debt		\$102,953.51
Nestle Confectionery Attn: Paul Petropoulos 1500 Birchmount Road Scarborough, ON M1P 2N5 Phone: 416-285-2548 Fax: 416-285-2535		Trade Debt		\$92,416.33
Jelly Belly Candy Company Attn: Rich Smales 1 Jelly Belly Lane Fairfield, CA 94533-6741 Phone: 972-673-0952 Fax: 707-423-4436		Trade Debt		\$84,423.50
Vue-Craft Products Ltd. Attn: Jerry Shuman Phone: 416-789-7163 Fax: 416-781-0487 15 Colville Road Toronto, ON M6M 2Y2		Trade Debt		\$78,921.90
Dollins Pecans Attn: Odie Dollins 308 S.Houston Comanche, TX 76442 Phone: 325-356-5291 Fax: 325-356-3974		Trade Debt		\$69,985.99
T.M. Duche Nut Attn: Steve Spellman 1502 S. Railroad Ave. Orland, CA 95963 Phone: 530-865-5511 Fax: 530-865-7864		Trade Debt		\$69,426.00
United Packaging Co. Attn: Joe Weitzel 600 Pratt Ave. N. Schaumburg, IL 60193 Phone: 708-924-1720 Fax: 847-301-3750				\$66,590.25

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: 1/28/04

Signature: 
Richard J. Anglin
Chief Financial Officer

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*